

P07949

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

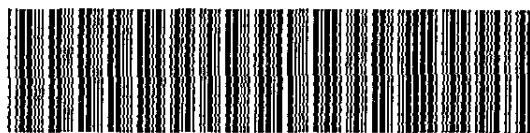
Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

When originally filed
on 10/23/06. We did not
change jurisdiction records
corrected 5/3/07.

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10/23/06--01017--019 **\$5.00

FILED
06 OCT 23 PM 12:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
SL

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Transnation Title Insurance Company
(Name of Corporation)

DOCUMENT NUMBER: P07949

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Hope M. Vaughan
(Name of Contact Person)

Transnation Title insurance Company
(Firm/Company)

5600 Cox Road
(Address)

Glen Allen, Virginia 23060
(City/State and Zip Code)

For further information concerning this matter, please call:

Hope M. Vaughan at (804) 267-8697
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &
Certificate of Status



\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)



\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

FILED
00000023 PM 12:20
CLERK OF STATE
TALLAHASSEE, FLORIDA

SECTION I
(1-3 MUST BE COMPLETED)

P07949

(Document number of corporation (if known))

1. Transnation Title Insurance Company

(Name of corporation as it appears on the records of the Department of State)

2. Arizona

(Incorporated under laws of)

3. 10/31/1985

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? _____

5. _____
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

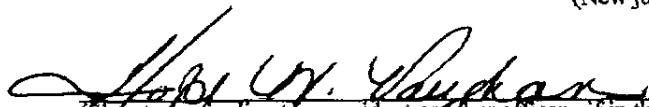
6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Nebraska

(New jurisdiction)


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Hope M. Vaughan

(Typed or printed name of person signing)

Assistant Secretary

(Title of person signing)

FILED

BEFORE THE DEPARTMENT OF INSURANCE
STATE OF NEBRASKA

MAY 31 2006

**NEBRASKA DEPARTMENT
OF INSURANCE**

IN THE MATTER OF THE)
REDOMESTICATION OF TRANSNATION)
TITLE INSURANCE COMPANY FROM)
ARIZONA TO NEBRASKA)
)
)

CAUSE NO.: C-1567
ORDER APPROVING
REDOMESTICATION

Transnation Title Insurance Company ("Transnation") is an Arizona domestic title insurance company and has applied to the Director of Insurance of the State of Nebraska ("Director") for approval to change its domicile from Arizona to Nebraska. After reviewing the filings, correspondence and all pertinent information provided to the Nebraska Department of Insurance, ("Department"), the Director hereby approves the application and finds, concludes and orders as follows:

FINDINGS OF FACT

1. On or about April 6, 2006, Transnation filed an application and a plan to redomesticate from Arizona to Nebraska pursuant to *Neb.Rev.Stat.* §44-161 through §44-164 (redomestication provisions) and the provisions of the Nebraska Business Corporation Act. Said application and plan was supplemented throughout the Department's review process.

2. Transnation is an Arizona domiciled insurance company. Transnation first received a certificate of authority to transact the business of insurance in the State of Nebraska on October 31, 1994.

3. Transnation desires to change its domicile from Arizona to Nebraska and the Board of Directors of Transnation has determined that it is in the best interest of Transnation and its policyholders, its sole shareholder, LandAmerica Financial Group, Inc., a Virginia domiciled

holding company, for Transnation to become a domestic company in the State of Nebraska. Transnation's sole shareholder has approved the redomestication.

4. Transnation requested the redomestication be effective as soon as all regulatory approvals are received. The Arizona Department of Insurance indicated by letter dated May 5, 2006, it has no objection to the redomestication.

5. Transnation has designated its registered office as 10306 Regency Parkway Drive, Omaha, Nebraska 68114. The registered agent at said office is Lawrence F. Harr. Transnation has committed to opening a principal office within the State of Nebraska.

6. The Board of Directors of Transnation has approved this transaction and this application and has caused Transnation to file Amended and Restated Articles of Incorporation and Bylaws for Transnation to effect the transfer of Transnation's domicile to Nebraska.

7. Transnation has submitted all documents, information and filings required by Nebraska law and the Department, including the application, plan, Restated Articles of Incorporation and Bylaws, and the statutory trust deposit.

CONCLUSIONS OF LAW

1. The State of Nebraska Department of Insurance has jurisdiction over the subject matter and the parties to this transaction.

2. The approval of this application, Restated Articles of Incorporation and Bylaws will not, in any manner, impair the rights, remedies or security of any existing policyholders and will not render Transnation's operation hazardous to the public.

3. The application, plan, Restated Articles of Incorporation and Bylaws comply with the applicable Nebraska laws and should be approved.

4. After the redomestication, Transnation will meet all requirements for holding a Certificate of Authority as a Nebraska domestic title insurer.

5. The application complies with all requirements and Nebraska insurance law and it should be approved.

ORDER

IT IS THEREFORE ORDERED that the application of Transnation Title Insurance Company to transfer its domicile from Arizona to Nebraska is hereby approved. Transnation shall file with this Department a copy of the Arizona approval of the redomestication when received.

The Nebraska Department of Insurance will issue Transnation a certificate of authority to do the business of insurance as a domestic title insurer in the State of Nebraska.

Dated this 31st day of May, 2006.

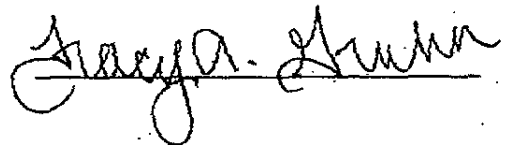
STATE OF NEBRASKA
DEPARTMENT OF INSURANCE



L. TIM WAGNER
Director of Insurance

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing Order Approving Redomestication was sent to Lawrence F. Harr, Lamson, Dugan and Murray, LLP, 10306 Regency Parkway Drive, Omaha, NE 68114-3743 by United States Mail, postage pre-paid on this 31st day of May, 2006.



**STATE OF NEBRASKA
DEPARTMENT OF INSURANCE
CERTIFICATION**

July 7, 2006

I, L. TIM WAGNER, Director of Insurance of the State of Nebraska, do
hereby certify that the attached is a full and correct copy of the

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

TRANSNATION TITLE INSURANCE COMPANY

APPROVED JUNE 1, 2006

Now on file and forming a part of the records of this Department.

I hereto subscribe my name under the seal of my office, at Lincoln, Nebraska.





DIRECTOR OF INSURANCE

NEBRASKA DEPT INSURANCE

STATE OF NEBRASKA
DEPARTMENT OF INSURANCE

JUN 01 2006

MAY 19 2006

Tentative Approval
NOT FINAL

APPROVED

NE Sec of State John A. Gelsinger - CORP A
1000650950
TRANSACTION TITLE INSURANCE CO
Filed 06/01/2006 10:53 AM

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TRANSNATION TITLE INSURANCE COMPANY

FIRST: The name of the Corporation is Transnation Title Insurance Company.

SECOND: The street address of the registered office is 10306 Regency Parkway Drive, Omaha Nebraska 68114 and the Corporation's registered agent at such address is Lawrence F. Harr. The registered office of the Corporation is also the principal office of the Corporation in the State of Nebraska.

THIRD: The purpose of the Corporation shall be to engage in the business of title insurance to the full extent permitted by the Nebraska Title Insurers Act, Neb. Rev. Stat. §§ 44-1978 to 44-19,105 and to engage in such other business as may be necessary or incidental to the foregoing including any lawful act or activity for which corporations may be organized under the Nebraska Business Corporation Act, Neb. Rev. Stat. §§ 21-2001 to 21-20,193, which is not inconsistent with the business of title insurance.

FOURTH: The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 10,000,000 shares of Common Stock, \$1.00 par value (the "Common Stock").

FIFTH: A. Number, election and terms of directors; Board action. The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors. The number of directors shall be fixed from time to time exclusively by the Board of Directors pursuant to a resolution adopted by a majority of the total number of directors which the Corporation would have if there were no vacancies (the "Whole Board") and shall comply with any provisions of Chapter 44 of the Revised Nebraska Statutes and the Nebraska Business Corporation Act.

B. Shareholder nomination of director candidates and introduction of business. Advance notice of shareholder nominations for the election of directors and of business to be brought by shareholders before any meeting of the shareholders of the Corporation shall be given in the manner provided in the Bylaws of the Corporation.

C. Newly created directorships and vacancies. Subject to applicable law, and unless the Board of Directors otherwise determines, newly created directorships resulting from any increase in the authorized number of directors or any vacancies on the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause shall be filled only by a majority vote of the directors then in office, though less than a quorum, and directors so chosen shall hold office until the next meeting of shareholders at which directors are elected and until such director's successor shall have been duly elected and qualified. No decrease in the number of authorized directors constituting the entire Board of Directors shall shorten the term of any incumbent director.

SIXTH: In furtherance and not in limitation of the powers conferred by law, the Board of Directors is expressly authorized to make, alter, amend and repeal the Bylaws of the Corporation, subject to the power of the holders of the capital stock of the Corporation to alter, amend or repeal the Bylaws.

SEVENTH: A. For purposes of this Article, the following definitions shall apply:

"expenses" include, without limitation, counsel fees, expert witness fees, and costs of investigation, litigation and appeal, as well as any amounts expended in asserting a claim for indemnification;

"liability" means the obligation to pay a judgment, settlement, penalty, fine, including any excise tax assessed with respect to an employee benefit plan, or reasonable expenses incurred with respect to a proceeding;

"party" means an individual who was, is or is threatened to be made a named defendant or respondent in a proceeding; and

"proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitative or investigative, and whether formal or informal.

B. To the full extent permitted by the Nebraska Business Corporation Act, as it exists on the date hereof or as hereafter amended, the Corporation shall indemnify any person who is, was or is threatened to be made a party to any proceeding, including without limitation a proceeding brought by or in the right of the Corporation or brought by or on behalf of shareholders of the Corporation, by reason of the fact that such person is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the Corporation's request as a director, officer, manager, partner, trustee, employee or agent of another corporation, limited liability company, partnership, joint venture, trust, employee benefit plan or other entity, against all liabilities and reasonable expenses incurred by such person in connection with the proceeding, except such liabilities and expenses as are incurred because of his willful misconduct or knowing violation of the criminal law. Service as a director or officer of a legal entity controlled by the Corporation shall be deemed service at the request of the Corporation. The Corporation may contract in advance to indemnify, and make advances and reimbursements for expenses to, any person entitled to indemnity under this Section B of Article SEVENTH.

C. Any determinations or authorizations required to be made by the Corporation with respect to any claim by a person for indemnification or the advancement or reimbursement of expenses under this Article SEVENTH shall be made in the manner provided by law; provided, however, that in the event there has been a change in the composition of a majority of the Board of Directors after the date of the

alleged act or omission with respect to which indemnification is claimed, any such determination as to indemnification and expenses shall be made by special legal counsel agreed upon by the Board of Directors and the proposed indemnitee. If the Board of Directors and the proposed indemnitee are unable to agree upon such special legal counsel, the Board of Directors and the proposed indemnitee each shall select a nominee, and the nominees shall select such special legal counsel.

D. The Corporation shall advance or reimburse the reasonable expenses incurred by a director, officer or other person specified in Section B of this Article SEVENTH in advance of final disposition of a proceeding to which such person is a party if such person furnishes the Corporation (i) a written statement of his good faith belief that he is entitled to indemnification under this Article and (ii) a written undertaking from him to repay any funds advanced if it is ultimately determined that he is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured general obligation and shall be accepted without reference to his ability to make repayment. The Corporation is empowered to pay or reimburse expenses incurred by a director, officer or other person specified in Section B of this Article SEVENTH in connection with his appearance as a witness in a proceeding at a time when he is not a party.

E. The Corporation is empowered to indemnify or contract in advance to indemnify any person not specified in Section B of this Article SEVENTH who was or is a party to any proceeding, by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the Corporation's request as a director, officer, manager, partner, trustee, employee or agent of another corporation, limited liability company, partnership, joint venture, trust, employee benefit plan or other entity, against liabilities and reasonable expenses incurred by such person in connection with the proceeding to the same or a lesser extent as if such person had been specified as one to whom indemnification is granted in Section B.

F. The Corporation may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article and may also procure insurance, in such amounts as the Board of Directors may determine, on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the Corporation's request as a director, officer, manager, partner, trustee, employee or agent of another corporation, limited liability company, partnership, joint venture, trust, employee benefit plan or other entity, against any liability asserted against or incurred by such person in any such capacity or arising from his status as such, whether or not the Corporation would have power to indemnify him against such liability under the provisions of this Article SEVENTH.

G. The provisions of this Article SEVENTH shall be applicable to all actions, claims, suits or proceedings commenced after the adoption hereof, arising from any action taken or failure to act, whether occurring before or after such adoption. No amendment, modification or repeal of this Article shall diminish the rights provided hereby or diminish the right to indemnification with respect to any claim, issue or matter

in any other pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification or repeal.

H. Every reference in this Article SEVENTH to directors, officers, employees, agents and other persons who are or may be entitled to indemnification, advances or reimbursements shall include all persons who formerly occupied any of the positions referred to herein. The rights of each person entitled to indemnification, advances and reimbursements pursuant to this Article shall inure to the benefit of such person's heirs, executors and administrators. Indemnification pursuant to this Article shall not be exclusive of any other right to indemnification to which any person may be entitled, including indemnification pursuant to a valid contract, indemnification by legal entities other than the Corporation and indemnification under policies of insurance purchased and maintained by the Corporation or others.

I. Each provision of this Article SEVENTH shall be severable, and if any provision of this Article or its application to any person or circumstance is held invalid by a court of competent jurisdiction, the invalidity shall not affect the validity of any other provisions or applications of this Article.

EIGHTH: To the full extent that the Nebraska Business Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of directors or officers, a director or officer of the Corporation shall not be liable to the Corporation or its shareholders for any monetary damages.

NINTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, and any other provisions authorized by the laws of the State of Nebraska at the time in force may be added or inserted, in the manner now or hereafter provided herein or by statute, and all rights, preferences and privileges of whatsoever nature conferred upon shareholders, directors or any other persons whosoever by and pursuant to these Articles of Incorporation in its present form or as amended are granted subject to the rights reserved in this Article.

TENTH: The date of incorporation of the Corporation is September 15, 1992.

IN WITNESS WHEREOF, Transnation Title Insurance Company has caused this 2006 Amended and Restated Articles of Incorporation to be executed by its Secretary.

Transnation Title Insurance Company

By Anna M. King, Secretary

